

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA

CATHY BUCH,

Plaintiff,

v.

JUNIPER NETWORKS, INC.,

Defendant.

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CIVIL ACTION NO: _____

COMPLAINT

Plaintiff, Cathy Buch, alleges, upon information and belief based upon, *inter alia*, the investigation made by and through her attorneys, except as to those allegations that pertain to the plaintiff herself, which are alleged upon knowledge, as follows:

NATURE OF THE ACTION

1. This is a direct stockholder action under Section 14(a) of the Securities Exchange Act of 1934, as amended, 15 U.S.C. § 78n(a) (the “Exchange Act”) for injunctive relief.

2. Plaintiff, a stockholder in Juniper Networks, Inc. (“Juniper” or the “Company”), seeks to require Juniper to comply with the disclosure rules promulgated by the United States Securities and Exchange Commission (“SEC”) under the Exchange Act, including 17 C.F.R. § 240.14a-101 (Item 10(a)(1)) (“Item 10(a)(1)”).

3. Item 10(a)(1) requires:

Compensation Plans. If action is to be taken with respect to any plan pursuant to which cash or noncash compensation may be paid or distributed, furnish the following information:

(a) Plans subject to security holder action.

(1) Describe briefly the material features of the plan being acted upon, identify each class of persons who will be eligible to participate therein, indicate the approximate number of persons in each such class, and state the basis of such participation.

4. Juniper has failed to comply with this rule with regard to Proposal 3 concerning amendments to the Juniper Networks, Inc. Performance Bonus Plan (the “Plan”), which is scheduled for a stockholder vote at the Juniper May 25, 2016 annual stockholders meeting.

5. Plaintiff seeks an injunction to prevent a stockholders' vote on this proposal until the information required by Item 10(a)(1) is provided to stockholders.

JURISDICTION AND VENUE

6. This Court has jurisdiction over the subject matter of this action pursuant to Section 27(a) of the Exchange Act.

7. In connection with the acts, omissions, conduct, and wrongs alleged herein, defendant used the mails and the means or instrumentalities of interstate commerce.

8. Venue is proper in this district because as allowed under Section 27(a) of the Exchange Act, 15 U.S.C. § 78aa(a), this district is where the violation at issue in this case occurred because the Plaintiff is a resident of this district.

PARTIES

9. Plaintiff is, and has been continuously since 2009, a holder of Juniper common stock.

10. Juniper is a corporation organized under the laws of the State of Delaware. The Company's last fiscal year ended December 31, 2015. As of February 12, 2016, it had 382,604,514 shares of common stock issued and outstanding. The Company's common stock is traded on the New York Stock Exchange under the symbol “JNPR.” Juniper is a designer, developer, and seller of products and services for high-performance networks.

WRONGFUL ACTS AND OMISSIONS

11. Juniper has scheduled an annual shareholder meeting for May 25, 2016. It furnished the proxy statement for this annual meeting (“Proxy Statement”) to stockholders on or about April 5, 2016 to solicit their proxies for four board proposals.

12. SEC regulation 17 C.F.R. § 240.14a-3(a), requires that public companies may not solicit stockholder votes without furnishing a proxy statement “containing the information specified in Schedule 14A.”

13. Item 10(a)(1) of Schedule 14A requires that “[i]f action is to be taken with respect to any plan pursuant to which cash or noncash compensation may be paid or distributed,” the proxy statement soliciting this vote must “[d]escribe briefly the material features of the plan being acted upon, identify each class of persons who will be eligible to participate therein, indicate the approximate number of persons in each such class, and state the basis of such participation.”

14. Proposal 3 of the Proxy Statement at issue here, concerning amendments to the Plan, failed to disclose the classes of eligible participants, their approximate number, and the bases of their participation for the Plan. Thus, this proposal does not comply with the SEC regulations.

COUNT I (Exchange Act Violations on Proposal No. 3)

15. Paragraphs 1 through 14 state a direct claim for relief against the Company under Section 14(a) of the Exchange Act for acting in contravention of the “rules and regulations” prescribed by the SEC.

16. As a result of these actions, Plaintiff will be injured, and she has no adequate remedy at law. She will suffer irreparable harm in the form of an uninformed vote on Proposal 3 if no action is taken to ameliorate this harm.

17. To ameliorate the injury, injunctive relief is required in the form of an amended proxy statement that provides the information required by Item 10(a)(1) with regard to Proposal 3.

18. Consequently, Juniper should be enjoined from presenting Proposal 3 for a stockholder vote at the May 25, 2016 annual meeting or certifying or otherwise accepting any vote cast, by proxy or in person, by or on behalf of any Juniper stockholder in connection with Proposal 3 in the Proxy Statement.

RELIEF REQUESTED

WHEREFORE, Plaintiff requests the following relief:

- A. A preliminary and permanent injunction, enjoining Juniper from
- (i) certifying or otherwise accepting any vote cast, by proxy or in person, by or on behalf of any Juniper stockholder in connection with Proposal 3 in Juniper's Proxy Statement;
 - (ii) presenting Proposal 3 for a stockholder vote at the May 25, 2016 annual meeting;
 - (iii) otherwise proceeding at its May 25, 2016 annual shareholders meeting or at any other time in a manner inconsistent with Item 10(a)(1).

B. Awarding such other and further relief as this Court deems just and proper.

Dated: April 25, 2016

BARRACK, RODOS & BACINE

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